

PARAMESHWAR G. BHAT

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Company Secretary

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REPORT OF SCRUTINIZER ON E-VOTING AND POSTAL BALLOT PROCESS

Private & Confidential

{Strictly to the addressee only}

28th March, 2019

To

Mr. P E Krishnan

Chairman

Cerebra Integrated Technologies Limited

S5, Off 3rd Cross, Peenya Industrial Area

Peenya 1st Stage,

Bengaluru – 560 058

Dear Sir,

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No 8860, CP No.11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru – 560 080, was duly appointed as Scrutinizer by the Company for the purpose of scrutinizing the Postal Ballot facility provided as per Sections 108 and 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time ('the Rules') and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the Resolution proposed in the Notice dated 15th February, 2019 based on the report provided by Karvy Fintech Private Limited (Karvy), the Agency engaged by the Company to provide e-voting facility and ballots received through post up to 26th March, 2019.

In terms of the aforesaid Notice and as per the provisions of the Act and the Rules, e-voting was kept open from 25th February, 2019 (9.00 A.M. IST) till 26th March, 2019



(5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolution on the e-voting platform.

The details containing *inter-alia*, the list of the Members, who voted "for" or "against" on the Resolution that was put to vote, was derived from the Ballots received and the report generated from the e-voting website of Karvy Fintech Private Limited (Karvy) i.e. <https://evoting.karvy.com/> and based on such reports,

- a. 25 members (folio wise) have cast their votes through remote e-voting.
- b. 13 members (folio wise) have cast their votes through Physical Ballot.

On verification of 38 Ballots received by post and voting through e-Voting, up to 26th March, 2019 from the Shareholders of Cerebra Integrated Technologies Limited, holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my Report on the results of the Postal Ballot, as follows:

VOTING ANALYSIS CONSIDERING BOTH E-VOTING AND PHYSICAL POSTAL BALLOT PAPERS RECEIVED

SPECIAL BUSINESS:

Item No. 1- Re-appointment of Mr. T. S. Suresh Kumar (holding DIN: 00674759), as an Independent Director for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

SPECIAL RESOLUTION:

| Particulars | No. of votes contained in | | | | | | % Total Valid Votes Cast |
|-----------------------|--------------------------------|----------------------------------|----------------------------|----------------------------------|----------------------------|-------------------------------------|-----------------------------------|
| | Remote E-voting | | Ballot Form | | Total | | |
| | No. of memb ers voted | No. of Votes cast (Shares) | No. of members voted | No. of Votes cast (Shares) | No. of members voted | No. of Votes cast (Shares) | |
| Assent | 24 | 10520530 | 12 | 16637 | 35 | 10537167 | 99.99 |
| Dissent | 2 | 250 | 1 | 500 | 3 | 750 | 0.001 |
| Total | 25* | 10520780 | 13 | 17137 | 38* | 10537917 | 100 |
| Invalid/ Abstained | 0 | 0 | 0 | 0 | 0 | 0 | NA |



Item No. 2- Re-appointment of Mr. S. Gopalakrishnan (holding DIN: 01898255), as an Independent Director for a second term i.e., to hold office for a period of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

SPECIAL RESOLUTION:

| Particulars | No. of votes contained in | | | | | | % Total Valid Votes Cast |
|-----------------------|-----------------------------|----------------------------------|----------------------------|----------------------------------|----------------------------|----------------------------------|--------------------------|
| | Remote E-voting | | Ballot Form | | Total | | |
| | No. of memb ers voted | No. of Votes cast (Shares) | No. of members voted | No. of Votes cast (Shares) | No. of members voted | No. of Votes cast (Shares) | |
| Assent | 24 | 10520530 | 12 | 16637 | 36 | 10537167 | 99.999 |
| Dissent | 2 | 250 | 1 | 500 | 3 | 750 | 0.001 |
| Total | 25* | 10520780 | 13 | 17137 | 38* | 10537917 | 100.00 |
| Invalid/ Abstained | 0 | 0 | 0 | 0 | 0 | 0 | NA |

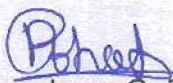
Note: One person voted for the resolution in favour as well as against. Hence the number of members voted and sum of number of members voted for Assent and Dissent shall not match.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the Polling Papers received as per details above. E-voting statement is being furnished to you.

Thanking you

Yours faithfully


Parameshwar G. Bhat
Scrutinizer



Encl: As above

'REVISED'

| | |
|--|---|
| Company Name | CEREBRA INTEGRATED TECHNOLOGIES LIMITED |
| Date of the AGM/EGM | |
| Total number of shareholders on record date | 13515 |
| No. of shareholders present in the meeting either in person or Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. T. S. Suresh Kumar (holding DIN: 00674759), as an Independent Director | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 6792805 | 5951185 | 87.6101 | 5951185 | 0 | 100.0000 | 0.0000 |
| | Poll | 6792805 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 6792805 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | 107265022 | 4569595 | 4.2601 | 4569345 | 250 | 100.0 | 0.0055 |
| | Poll | 107265022 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 107265022 | 17137 | 0.0160 | 16637 | 500 | 97.0823 | 2.9177 |
| Total | | 120386482 | 10537917 | 91.8862 | 10537167 | 750 | 99.99 | 0.0071 |

For CEREBRA INTEGRATED TECHNOLOGIES LTD.

Director

| Resolution required: (Ordinary/ Special) | | SPECIAL - Re-appointment of Mr. S. Gopalakrishnan (holding DIN: 01898255), as an Independent Director | | | | | | |
|---|-------------------------------|---|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
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| | Poll | 6792805 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 6792805 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| Public- Institutions | E-Voting | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Poll | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | 6328655 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
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Director